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Counsel to the Official Committee of Unsecured Creditors

# UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	_ \	
In re:	)	Chapter 11
CELSIUS NETWORK LLC, et al.,1	)	Case No. 22-10964 (MG)
Debtors.	)	(Jointly Administered)

NOTICE OF FIRST MONTHLY STATEMENT OF GORNITZKY & CO. FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES AS ISRAELI COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM NOVEMBER 2, 2022 THROUGH DECEMBER 31, 2022

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); Celsius US Holding LLC (7956); GK8 Ltd (1209); GK8 UK Limited (0893); and GK8 USA LLC (9450). The location of Debtor Celsius Network LLC's principal place of business and the Debtors' service address in these chapter 11 cases is 50 Harrison Street, Suite 209F, Hoboken, New Jersey 07030.

PLEASE TAKE NOTICE that on the date hereof, Gornitzky & Co. ("GNY") filed its First Monthly Statement of Gornitzky & Co. for Interim Compensation and Reimbursement of Expenses as Israeli Counsel for the Official Committee of Unsecured Creditors for the Period From November 2, 2022 Through December 31, 2022 (the "Monthly Statement") with the United States Bankruptcy Court for the Southern District of New York and served it on the Monthly Fee Statement Recipients. See Docket No. 1745 ¶ 3.a.

PLEASE TAKE FURTHER NOTICE that any responses or objections (an "Objection") to the Monthly Statement, if any, shall: (a) conform to the title 11 of the United States Code (the "Bankruptcy Code"), the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York, the First Amended Order (1) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and Granting Related Relief [Docket No. 1745] (the "Interim Compensation Procedures")<sup>2</sup>; (b) be served via email so as to be actually received by 12:00 p.m., prevailing Eastern Time on the date that is 14 days following service of this Monthly Statement, to (i) GNY and (ii) the Monthly Fee Statement Recipients; and (c) set forth the nature of the Objection and the amount of fees or expenses at issue. See Docket No. 1745 ¶ 3.d.

**PLEASE TAKE FURTHER NOTICE** that, in accordance with the Interim Compensation Procedures, if no Objection to the Monthly Statement is served, the Debtors shall

<sup>&</sup>lt;sup>2</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Interim Compensation Procedures.

promptly pay 80% of the fees and 100% of the expenses identified in the Monthly Statement to GNY.

**PLEASE TAKE FURTHER NOTICE** that if an Objection to the Monthly Statement is timely served, the Debtors shall withhold payment of only that portion of the Monthly Statement to which the Objection is directed and promptly pay 80% of the fees and 100% of the expenses of the unobjected-to remainder.

PLEASE TAKE FURTHER NOTICE that copies of the Monthly Statement and other pleadings filed in these chapter 11 cases may be obtained free of charge by visiting the website of Stretto at https://cases.stretto.com/celsius. You may also obtain copies of the Monthly Statement and other pleadings filed in these chapter 11 cases by visiting the Court's website at http://www.nysb.uscourts.gov in accordance with the procedures and fees set forth therein.

[Remainder of page left intentionally blank]

Dated: January 20, 2023 Respectfully submitted,

/s/ Gregory F. Pesce

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Counsel to the Official Committee of Unsecured Creditors

# UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

Chapter 11
Case No. 22-10964 (MG)
(Jointly Administered)

# FIRST MONTHLY STATEMENT OF GORNITZKY & CO. FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES AS ISRAELI COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM NOVEMBER 2, 2022 THROUGH DECEMBER 31, 2022

Name of Applicant:	Gornitzky & Co. ("GNY")
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the "Committee") of the above- captioned debtors and debtors-in-possession (collectively the "Debtors")
Date of Retention:	December 20, 2022 [Docket No. 1760], Effective as of November 2, 2022
Period for Which Interim Compensation and Reimbursement of Expenses Is Sought:	November 2, 2022 – December 31, 2022 (the "Compensation Period")
Total Amount of Interim Compensation Sought as Actual, Reasonable and Necessary (100%):	\$68,728.72
Amount of Interim Compensation To Be Paid Under Interim Compensation Procedures (80%):	\$54,982.98
Amount of Interim Compensation To Be Held Back Under Interim Compensation Procedures (20%):	\$13,745.74
Amount of Reimbursement of Expenses Sought as Actual and Necessary:	\$0

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); Celsius US Holding LLC (7956); GK8 Ltd (1209); GK8 UK Limited (0893); and GK8 USA LLC (9450). The location of Debtor Celsius Network LLC's principal place of business and the Debtors' service address in these chapter 11 cases is 50 Harrison Street, Suite 209F, Hoboken, New Jersey 07030.

Total Interim Compensation and Reimbursement of Expenses Sought:	\$68,728.72
Total Interim Compensation and Reimbursement of Expenses To Be Paid Under Interim Compensation Procedures:	\$54,982.976

This is a monthly fee statement.

Pursuant to sections 330 and 331 of the Bankruptcy Code,<sup>2</sup> Bankruptcy Rule 2016, Local Rule 2016-1, the *Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases*, dated January 29, 2013 (Morris, C.J.) (Administrative Order M-447), and the Interim Compensation Procedures, GNY, as Israeli Counsel to the Committee of the Debtors, hereby submits this Monthly Statement for the Compensation Period, and hereby requests that the Debtors promptly pay an aggregate amount of \$54,982.98, consisting of 80% of the \$68,728.72 in fees earned.

## **Background**

- 1. On July 13, 2022, Celsius Network LLC and its affiliated debtors and debtors in possession (collectively, the "**Debtors**") commenced with this Court these voluntary cases under chapter 11 of title 11 of the U.S. Code.<sup>3</sup>
- 2. On November 7, 2022, the Official Committee of Unsecured Creditors (the "Committee") filed *The Official Committee of Unsecured Creditors' Application for Entry of an Order Authorizing the Employment and Retention of Gornitzky & Co. as Israeli Counsel Effective as of November 2, 2022* [Docket No. 1298] (the "Retention Application").
  - 3. On December 20, 2022, the Court entered the *Order Authorizing the Employment*

<sup>&</sup>lt;sup>2</sup> Capitalized terms not defined herein shall have the meaning ascribed to such terms in the Notice of Monthly Statement attached hereto.

Debtors GK8 Ltd., GK8 USA LLC, and GK8 UK each commenced their voluntary cases on December 7, 2022, and on December 8, 2022, this Court ordered for each of their cases to be jointly administered with the Debtors' cases. [Docket No. 1648].

and Retention of Gornitzky & Co. as Israeli Counsel Effective as of November 2, 2022 [Docket No. 1760] (the "**Retention Order**") thereby granting the Retention Application.

4. The Retention Order approved, among other things, GNY's Monthly Fee. Retention Order ¶ 3.

## **Professional Services Rendered and Expense Disbursements Incurred**

- 5. For the Compensation Period, GNY:
  - a. Earned monthly fees in the amount of \$68,728.72; and
  - b. In accordance with the Interim Compensation Procedures, seeks payment in the amount of \$54,982.98 (representing 80% of the amount of GNY's monthly fees earned during the Compensation Period).
- 6. An invoice detailing the monthly fee earned by GNY during the Compensation Period is attached hereto as **Exhibit A**.
- 7. The amount of fees and out-of-pocket expenses sought in this Monthly Statement and GNY's compensation practices are consistent with market practices both in and out of a bankruptcy context. GNY has maintained contemporaneous time records in 0.1 and 0.25 hour increments. Time records with respect to the 168.45 hours expended by GNY professionals in providing services are provided in **Exhibit B.** A summary of the total amount of hours expended by GNY professionals during the Compensation Period is provided in Exhibit B.

## **Reservation of Rights**

8. Although GNY has made every effort to include all fees and expenses incurred during the Compensation Period, some fees and expenses might not be included in this Monthly Statement due to delays caused by accounting and processing during the Compensation Period. GNY reserves the right to seek payment of such expenses not included herein.

## **Notice**

9. GNY will provide notice of this Monthly Statement to the Monthly Fee Statement Recipients [see Docket No. 1745 ¶ 3.a.] in accordance with the Interim Compensation Order.

Dated: January 20, 2022

Tel Aviv, Israel

Respectfully submitted,

/s/ Amnon Biss

Amnon Biss

Partner, Gornitzky & Co.

22-10964-mg Doc 1897 Filed 01/20/23 Entered 01/20/23 17:34:03 Main Document Pg 9 of 17

Exhibit A

Invoice

VAT No.: 557294543

To: Client VAT No.:

gregory pesceDate:04/01/2023gregory.pesce@whitecase.comClient ID:9350

# Invoice for Legal Services No. 65365

Statement of account for period between November 2, 2022 - December 31, 2022.

For the representation as Israeli counsel of the unsecured creditors committee of Celsius, including in the sale of Celsius Israeli subsidiary, GK8, to Galaxy.

Туре	Amount before VAT	VAT	Total Due
Fees	\$58,742.50	\$9,986.22	\$68,728.72

\$58,742.50 \$9,986.22 \$68,728.72

Invoice Total

Paid on account

Total amount due

\$68,728.72 \$0.00 **\$68,728.72** 

Yours sincerely,

Gornitzky & Co., Advocates





## Exhibit B

**Time Records** 



## the unsecured creditors committee of Celsius - 9350

the unsecured creditors committee of Celsius - General - 43076

Date	Name	Description	Billed Hours	Rate	Total
02/11/2022	Maya Ben Meir	Calls and correspondence with regard to the list of questions sent from the UCC; research re IIA	5.10	\$350.00	\$1,785.00
02/11/2022	Assaf Y Prussak	Review and analyze list of questions to US counsel re deal + call with L. Shamir re same + call with A. Biss and M. Ben Meir re same	0.50	\$450.00	\$225.00
02/11/2022	Amnon Biss	Call with white & case + F&B re GK8 Sale; analyze materials re same	4.25	\$450.00	\$1,912.50
02/11/2022	Lilach Shamir	Tax review of Bid SPA; prepare responses for tax questions for conference call with US Counsel	3.25	\$300.00	\$975.00
03/11/2022	Assaf Y Prussak	Call with A. Biss re GK8 sale; correspond with FBC re same; call with FBC re same; correspondence with client re same	1.25	\$450.00	\$562.50
03/11/2022	Amnon Biss	Call with F&B re GK8 sale	1.00	\$450.00	\$450.00
03/11/2022	Maya Ben Meir	Research and analyze recognition of the chapter 11 proceeding in Israel; review and analyze materials re same; call with FBC re GK8 transaction	3.00	\$350.00	\$1,050.00
03/11/2022	Lilach Shamir	Conference call with FBC re GK8 sale	0.50	\$300.00	\$150.00
03/11/2022	Lilach Shamir	Call with A. Prussak re GK8 sale; draft correspondence will client re same	1.00	\$300.00	\$300.00
04/11/2022	Assaf Y Prussak	Review and analyze correspondence with client	0.25	\$450.00	\$112.50
04/11/2022	Maya Ben Meir	Correspond with client re call with FBC; review and revise GNY retention application; review and analyze documents in data room	6.00	\$350.00	\$2,100.00
05/11/2022	Maya Ben Meir	Review and analyze documents in the data room	0.60	\$350.00	\$210.00
06/11/2022	Assaf Y Prussak	Correspondence with L. Shamir re document review	0.25	\$450.00	\$112.50
06/11/2022	Maya Ben Meir	Internal meeting re IMOD and IIA approvals; review and revise the retention application; review and analyze the asset purchase agreement	6.50	\$350.00	\$2,275.00
06/11/2022	Nathan Rothstein	Research re department of defense approvals; correspond with M. Ben Meir re same	3.00	\$100.00	\$300.00

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Date	Name	Description	Billed Hours	Rate	Total
06/11/2022	Amnon Biss	Internal meeting re IMOD and IIA approvals; review and revise the retention application; review and analyze the asset purchase agreement	5.00	\$450.00	\$2,250.00
07/11/2022	Nathan Rothstein	Research re department of defense approvals; analyze documents re same	1.25	\$100.00	\$125.00
07/11/2022	Assaf Y Prussak	Analyze correspondence re tax issues	0.25	\$450.00	\$112.50
07/11/2022	Nathan Rothstein	Research re possible financial sanctions from sale transaction, return of funding and royalties.	5.75	\$100.00	\$575.00
07/11/2022	Maya Ben Meir	Review and revise retention Application; internal meeting re IIA and IMOD approvals; research re recognition proceeding	1.30	\$350.00	\$455.00
07/11/2022	Amnon Biss	Research and analyze issues re IIA approval	2.00	\$450.00	\$900.00
08/11/2022	Nathan Rothstein	Review and analyze updates on auction etc.	0.25	\$100.00	\$25.00
08/11/2022	Maya Ben Meir	Review documents sent from FBC; legal research re recognition proceedings, IIA, and IMOD; internal call re purchase and sale agreement; call with W&C re Israeli insolvency law	5.10	\$350.00	\$1,785.00
08/11/2022	Amnon Biss	Review and analyze purchase and sale agreement; call with W&C re Israeli insolvency law	4.00	\$450.00	\$1,800.00
09/11/2022	Assaf Y Prussak	Discussion with L. Shamir and A. Biss re repayment of capital notes and tax analysis; draft email to client re same	1.75	\$450.00	\$787.50
09/11/2022	Maya Ben Meir	Research re recognition of foreign proceeding in Israel; internal meeting re IMOD and IIA approvals and fines; research re same; correspond with clients re same and re capital notes	4.80	\$350.00	\$1,680.00
09/11/2022	Yehonatan Raff	Review and analyze APA	2.00	\$450.00	\$900.00
09/11/2022	Nathan Rothstein	Review and analyze materials re sale transaction	0.25	\$100.00	\$25.00
09/11/2022	Assaf Harel	Call with A. Biss re encryption licenses	0.20	\$450.00	\$90.00
09/11/2022	Amnon Biss	Correspond with client re IIA and department of defense approvals; analyze issues re same	4.00	\$450.00	\$1,800.00
09/11/2022	Lilach Shamir	Internal call re capital notes; draft email to client re same	1.75	\$300.00	\$525.00







Date	Name	Description	Billed Hours	Rate	Total
10/11/2022	Maya Ben Meir	Correspond with W&C re IIA, IMOD approval; review UST questions to the retention application; call with W&C re Celsius terms of use	3.00	\$350.00	\$1,050.00
10/11/2022	Assaf Y Prussak	Correspond with client re tax question from client; call with A. Biss re same	0.75	\$450.00	\$337.50
10/11/2022	Amnon Biss	Correspond with W&C re IIA, IMOD approval; review UST questions to the retention application	3.00	\$450.00	\$1,350.00
11/11/2022	Maya Ben Meir	Correspond with W&C re IMOD and IIA approvals	0.25	\$350.00	\$87.50
12/11/2022	Assaf Y Prussak	Draft email to client re tax issues; Discuss with D. Goldman re VAT exposure	1.00	\$450.00	\$450.00
12/11/2022	David Goldman	Call with A. Prussak re VAT issues; review and analyze materials re same	0.50	\$450.00	\$225.00
14/11/2022	Maya Ben Meir	Analyze data room for non-compete agreements; Internal call re non compete agreements; correspond with GNY employment team re same	1.10	\$350.00	\$385.00
14/11/2022	Sagi Padureanu	Review and analyze non compete and employment matters	1.00	\$450.00	\$450.00
15/11/2022	Maya Ben Meir	Correspond with W&C re non-competition agreements; internal calls re same; research the data room for founders agreements	1.50	\$350.00	\$525.00
15/11/2022	Sagi Padureanu	Review and analyze non compete and employment matters	3.00	\$450.00	\$1,350.00
16/11/2022	Maya Ben Meir	Correspond with W&C re non-compete provisions; analyze correspondence re Galaxy bid	0.60	\$350.00	\$210.00
16/11/2022	Amnon Biss	Correspond with W&C re employment issues; analyze materials re same	3.00	\$450.00	\$1,350.00
17/11/2022	Maya Ben Meir	Correspond re Interim compensation; analyze order re same	1.25	\$350.00	\$437.50
20/11/2022	Ido Malin	Call with A. Biss re crypto analysis	0.65	\$450.00	\$292.50
22/11/2022	Maya Ben Meir	Internal calls re GK8; review and analyze asset purchase agreement; review and analyze summary of sale	1.75	\$350.00	\$612.50
22/11/2022	Assaf Y Prussak	Review tax calculation from sale of assets; calls with L. Shamir re same; correspond re same	0.50	\$450.00	\$225.00
22/11/2022	Lilach Shamir	Review and analyze update presentation re tax issues; research re same	3.25	\$300.00	\$975.00

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Date	Name	Description	Billed Hours	Rate	Total
22/11/2022	Amnon Biss	Review and revise new APA	2.00	\$450.00	\$900.00
23/11/2022	Assaf Y Prussak	Correspond with client re issue with tax calculation; discussion with S. Zieder re shareholder liability for taxes of company; calls with L. Shamir re same	1.50	\$450.00	\$675.00
23/11/2022	Maya Ben Meir	Review and analyze APA, sale summary, and issues list; review and revise GNY retention application; internal meeting re same; correspond with client re sale summary and APA	2.80	\$350.00	\$980.00
23/11/2022	Shlomo Aviad Zider	Call with A. Prussak re Section 911a	0.25	\$450.00	\$112.50
23/11/2022	Lilach Shamir	Review and analyze tax issues of capital gain tax calculation; correspond with client re tax risks	1.25	\$300.00	\$375.00
23/11/2022	Amnon Biss	Review and revise new APA	4.00	\$450.00	\$1,800.00
24/11/2022	Maya Ben Meir	Review and revise GNY retention application	0.10	\$350.00	\$35.00
27/11/2022	Maya Ben Meir	Correspond with W&C and A. Biss re GNY retention application; calls with same re same	0.90	\$350.00	\$315.00
28/11/2022	Maya Ben Meir	Draft issues list for call with Debtors' Israeli counsel	0.50	\$350.00	\$175.00
29/11/2022	Maya Ben Meir	Review potential parties in interest for conflict check; correspond with W&C and A. Biss re same; calls with same re same; correspond re issues list to Debtors' counsel	0.50	\$350.00	\$175.00
29/11/2022	Lilach Shamir	Research re fine deduction in tax return	1.75	\$300.00	\$525.00
30/11/2022	Assaf Y Prussak	Call with FBC re tax issues with respect to the sale of assets; correspond with same re same; internal discussion with GNY team re same; correspond with client re same	2.00	\$450.00	\$900.00
30/11/2022	Maya Ben Meir	Correspond with client and FBC re Galaxy deal; call with FBC re Galaxy deal; review and analyze revised APA	3.00	\$350.00	\$1,050.00
30/11/2022	Amnon Biss	call with FBC re APA; review and revise APA	3.00	\$450.00	\$1,350.00
30/11/2022	Lilach Shamir	Research re fine deduction in tax return; correspond with client re same	2.75	\$300.00	\$825.00
01/12/2022	Maya Ben Meir	Review and analyze revised APA; review motion to appoint GK8 as foreign representative	0.80	\$350.00	\$280.00





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Date	Name	Description	Billed Hours	Rate	Total
02/12/2022	Maya Ben Meir	Review and analyze motion to appoint GK8 as foreign representative; correspond with A. Biss re motion and Galaxy APA; calls with same re same	1.00	\$350.00	\$350.00
05/12/2022	Maya Ben Meir	Review and analyze final APA	0.50	\$350.00	\$175.00
07/12/2022	Maya Ben Meir	Review Celsius docket for GK8 pleadings	0.20	\$350.00	\$70.00
08/12/2022	Maya Ben Meir	Review docket for GK8 filings; correspond re GK8 sale	0.40	\$350.00	\$140.00
08/12/2022	Amnon Biss	Correspond with client re the procedure in Israel	1.50	\$450.00	\$675.00
11/12/2022	Maya Ben Meir	Internal call re recognition motion; correspond with FBC re same	0.25	\$350.00	\$87.50
12/12/2022	Maya Ben Meir	Conduct conflict check	0.30	\$350.00	\$105.00
13/12/2022	Maya Ben Meir	Review and analyze conflict check; calls and correspondence re conflict check and retention application; review and analyze budget and staffing memo; calls and correspond re same		\$350.00	\$875.00
13/12/2022	Amnon Biss	Correspond re conflict check	1.50	\$450.00	\$675.00
14/12/2022	May mor	Conduct conflict checks of parties in interest	12.00	\$100.00	\$1,200.00
14/12/2022	Maya Ben Meir	Review and analyze staffing and budget plan; review and revise Amnon declaration for GNY retention; calls and correspondence re same	2.30	\$350.00	\$805.00
15/12/2022	Maya Ben Meir	Correspond and calls re affidavit and budget plan	0.25	\$350.00	\$87.50
15/12/2022	Maya Ben Meir	Review and revise recognition motion; correspond with regard to GNY retention	2.50	\$350.00	\$875.00
16/12/2022	Maya Ben Meir	Correspond and calls re conflict check and recognition motion	0.50	\$350.00	\$175.00
16/12/2022	Amnon Biss	Review and analyze recognition motion to court	2.00	\$450.00	\$900.00
18/12/2022	Maya Ben Meir	Review and revise recognition motion; review W&C comments, call and correspond with FBC	2.50	\$350.00	\$875.00
18/12/2022	Amnon Biss	Review and analyze recognition motion to court	2.00	\$450.00	\$900.00
19/12/2022	Maya Ben Meir	Review and revise the Hebrew version of the recognition motion; calls and correspondences with client and FBC re same;	4.75	\$350.00	\$1,662.50







Date	Name	Description	Billed Hours	Rate	Total
19/12/2022	Amnon Biss	Review and analyze recognition motion to court	2.00	\$450.00	\$900.00
20/12/2022	Maya Ben Meir	Correspond with client re recognition motion and next steps	0.20	\$350.00	\$70.00

Total 168.45 \$58,742.50

## **Matter Summary:**

Name	Туре	Total Billed Hours	Total Unbilled Hours	Total
Assaf Y Prussak	Time	10.00	0.00	\$4,500.00
Lilach Shamir	Time	15.50	0.00	\$4,650.00
Yehonatan Raff	Time	2.00	0.00	\$900.00
Assaf Harel	Time	0.20	0.00	\$90.00
Sagi Padureanu	Time	4.00	0.00	\$1,800.00
Maya Ben Meir	Time	68.60	0.00	\$24,010.00
Shlomo Aviad Zider	Time	0.25	0.00	\$112.50
Amnon Biss	Time	44.25	0.00	\$19,912.50
May mor	Time	12.00	0.00	\$1,200.00
David Goldman	Time	0.50	0.00	\$225.00
Nathan Rothstein	Time	10.50	0.00	\$1,050.00
Ido Malin	Time	0.65	0.00	\$292.50
Total Hours		168.45	0.00	\$58,742.50

Note: The above amounts do not include VAT



